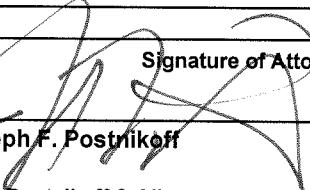


**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Pawnshop Operating Company, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																									
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>fdba Pawn Max; fdba Choice Pawn; fdba Premium Pawn &amp; Jewelry; fdba AAA Pawn &amp; Jewelry; dba Southern Pawn; fdba AAA Book &amp; Pawn, Inc.; dba Aaron's Pawn</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																									
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>75-2868295</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																									
Street Address of Debtor (No. and Street, City, and State): <b>7509 Chapel Avenue Fort Worth, TX</b> <div style="text-align: center; margin-top: -10px;"><b>ZIP CODE 76116</b></div>		Street Address of Joint Debtor (No. and Street, City, and State):																									
County of Residence or of the Principal Place of Business: <b>Tarrant</b>		County of Residence or of the Principal Place of Business:																									
Mailing Address of Debtor (if different from street address): <b>7509 Chapel Avenue Fort Worth, TX</b> <div style="text-align: center; margin-top: -10px;"><b>ZIP CODE 76116</b></div>		Mailing Address of Joint Debtor (if different from street address):																									
Location of Principal Assets of Business Debtor (if different from street address above):		<div style="text-align: right;"><b>ZIP CODE</b></div>																									
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																									
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box:</b> <b>Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																									
<b>Statistical/Administrative Information</b> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="flex: 1;"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.  <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.         </div> <div style="flex: 1; text-align: right; font-size: small;"> <b>THIS SPACE IS FOR COURT USE ONLY</b> </div> </div>																											
<b>Estimated Number of Creditors</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
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<b>Estimated Assets</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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<b>Estimated Liabilities</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion							
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Pawnshop Operating Company, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>None</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>X</b> _____ Date	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  (Name of landlord that obtained judgment)   (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Pawnshop Operating Company, LLC</b>
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.            [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____</p> <p><b>X</b> _____</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____            (Signature of Foreign Representative)            _____            (Printed Name of Foreign Representative)            _____            Date _____</p>
 <b>Signature of Attorney*</b> <b>X</b> _____ <b>Joseph F. Postnikoff</b> Bar No. <b>16168320</b> <b>Goodrich Postnikoff &amp; Albertson, LLP</b> <b>777 Main Street, Suite 1360</b> <b>Fort Worth, Texas 76102</b>  <b>Phone No. (817) 335-9400</b> <b>Fax No. (817) 335-9411</b> <b>3/1/11</b> Date _____		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____</p> <p>Address _____  <b>X</b> _____</p> <p>Date _____            Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<b>Pawnshop Operating Company, LLC</b>  <b>X</b> _____ Signature of Authorized Individual <b>Mark Neyland</b> Printed Name of Authorized Individual <b>Managing Member</b> Title of Authorized Individual <b>3/1/11</b> Date _____		

**WRITTEN CONSENT OF MANAGING MEMBER OF  
PAWNSHOP OPERATING COMPANY, LLC**

The undersigned, being the managing member of Pawnshop Operating Company, LLC, a Delaware limited liability corporation (“Company”), on behalf of the Company, do unanimously hereby consent to, ratify, approve, and adopt these resolutions:

WHEREAS, the Company has determined after due consideration that it is in the best interests of the Company and its creditors, for the Company to file a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code;

THEREFORE, the following resolutions are hereby unanimously adopted by the Members of the Company;

IT IS HEREBY RESOLVED, that the Company, shall be, and it hereby is, authorized, directed and empowered to file a voluntary petition for bankruptcy pursuant to the provisions of chapter 11 of the Bankruptcy Code, and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the matters set forth below;

IT IS FURTHER RESOLVED, that any member or manager of the Company shall be, and are each hereby authorized, empowered and directed to execute, on behalf of the Company, the voluntary petition for commencing a Chapter 11 bankruptcy case on behalf of the Company (“Bankruptcy Case”);

IT IS FURTHER RESOLVED, that any officer, member or manager of the Company shall be, and are each hereby authorized, empowered and directed to execute, on behalf of the Company, any and all other documents necessary or appropriate in connection with the Bankruptcy Case in such form or forms as he or they may approve;

IT IS FURTHER RESOLVED, that the Company shall be, and is hereby authorized, directed and empowered to retain the law firm of GOODRICH POSTNIKOFF & ALBERTSON, LLP to represent the Company, as debtor and debtor in possession, in connection with the Bankruptcy Case;

IT IS FURTHER RESOLVED, that the Company, shall be, and is hereby authorized, directed and empowered to retain, on behalf of the Company, such other attorneys, financial advisors, accountants or other professionals as may be necessary for purposes of the Bankruptcy Case, and any officer, member or manager of the Company shall be, and are each hereby authorized to execute any document necessary to retain any such additional attorneys, financial advisors, accountants or other professionals;

IT IS FURTHER RESOLVED, that the Company and its agents, representatives, and attorneys are authorized, empowered and directed to proceed as follows:

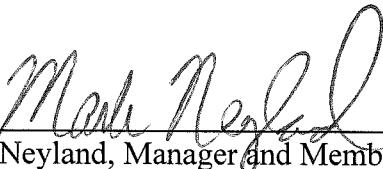
- (a) To file all schedules, statements of financial affairs, monthly operating reports, pleadings, motions or other pleadings or papers necessary or appropriate to the Bankruptcy Case;
- (b) To cause the Company to obtain debtor-in-possession financing or incur other indebtedness, whether secured or unsecured, as they may deem appropriate or advisable in the Bankruptcy Case;
- (c) To cause the Company to use, transfer or otherwise dispose of any part or all of its assets as they may deem appropriate or advisable in the Bankruptcy Case;
- (d) To propose, file and confirm a plan of reorganization containing such terms and other provisions as they may deem appropriate;
- (e) To retain all such professionals, including attorneys, accountants, and appraisers as they may deem to be necessary or appropriate; and,
- (f) To perform all such other and further acts in connection with the Bankruptcy Case or under the Bankruptcy Code as may be in their good faith business judgment necessary or advisable.

IT IS FURTHER RESOLVED, that the transactions contemplated in these Resolutions and the execution and delivery of all other documents and all other actions taken in connection therewith are in the best interests of and will benefit the Company;

IT IS FURTHER RESOLVED, that any officer, member or manager of the Company shall be authorized and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the officers, members or managers of the Company shall deem appropriate in his or their judgment to fully carry out the intent and accomplish the purposes of these Resolutions; and

IT IS FURTHER RESOLVED, that all of the acts and transactions of the Company which have been taken or made prior to the effective date of the Resolutions, shall be, and they hereby are, ratified and approved.

These Resolutions are executed and effective this 1<sup>st</sup> day of March, 2011.



\_\_\_\_\_  
Mark Neyland, Manager and Member